

RECORDATION NO. 18859-E  
FILED 18859-E

JUN 29 1994 -2:22 PM

**MK RAIL CORPORATION**  
**BILL OF SALE**

INTERSTATE COMMERCE COMMISSION

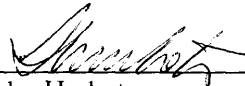
MK RAIL CORPORATION (the "Manufacturer"), for the sum of ONE DOLLAR (\$1.00) and other valuable consideration in full payment for the equipment hereinafter specified, receipt of which is hereby acknowledged, by these presents, does hereby sell, assign, transfer and set over unto SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION ("Shawmut"), not in its individual capacity but solely as Owner Trustee under a Trust Agreement (SPTC Trust No. 1994-2), dated as of January 15, 1994, between Shawmut and PMCC Leasing Corporation (Shawmut, in such capacity, the "Buyer"), the following equipment (the "Units"):

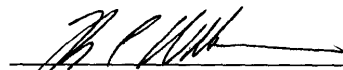
<u>Number of Units</u>	<u>Description</u>	<u>Road Numbers</u>
Twenty-four (24)	Remanufactured SD40M-2 Locomotives	SP8574 through SP8578, inclusive; SP8584 through SP8590, inclusive; and SP8627 through SP8638, inclusive

The Manufacturer hereby warrants to the Buyer, its successors and assigns, that the Manufacturer is the sole owner of the Units; that the Units are newly remanufactured, and that title thereto, hereby vested in the Buyer, is free and clear from any and all security interests, liens, encumbrances, leases, or claims or rights of others of any kind whatsoever, and the Manufacturer agrees with the Buyer, and its successors and assigns, that the Manufacturer will warrant and defend such title forever against all claims and demands arising by, through or under the Manufacturer.

IN WITNESS WHEREOF, MK Rail Corporation has caused this instrument to be executed on its behalf by an Executive Vice President of MK Rail Corporation and attested by a Director of Finance and Contracts of MK Rail Corporation who are thereunto duly authorized, this 29th day of June, 1994.

MK RAIL CORPORATION

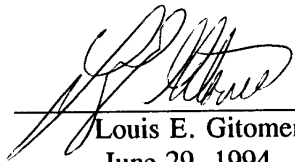
  
By: John Herbots  
Title: Executive Vice President  
MK Rail Corporation

Attest:   
By: Tom Wilkerson  
Title: Director of Finance and Contracts

BALL, JANIK & NOVACK

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated June 29, 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



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Louis E. Gitomer  
June 29, 1994